

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WILMINGTON TRUST COMPANY, as
Indenture Trustee,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP, S.A.,
TYCO INTERNATIONAL, LTD., and
TYCO INTERNATIONAL FINANCE
S.A.,

Defendants.

ECF CASE

Docket No. 07 CV 4659 (SAS)

DECLARATION OF PATRICK J. HEALY

PATRICK J. HEALY declares pursuant to 28 U.S.C. § 1746:

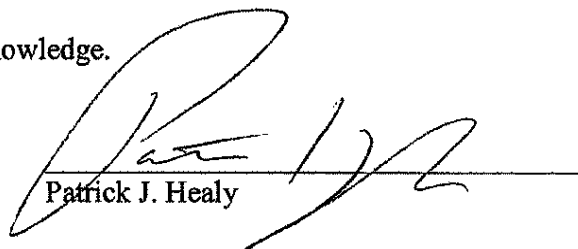
1. I am Vice President of Corporate Client Services at Wilmington Trust Company ("Wilmington").
2. Reference is made to an indenture dated June 9, 1998 (as supplemented, the "1998 Indenture"), and an indenture dated November 12, 2003 (as supplemented, the "2003 Indenture," and together with the 1998 Indenture, the "Indentures").
3. I submit this declaration in further support of Wilmington's motion for declaratory relief and/or a mandatory injunction to restore the status quo, so that the Trustee may again act as paying agent under the Indentures, as it has for over nine years.
4. Wilmington was recently appointed by certain noteholders ("Noteholders") as successor Trustee to The Bank of New York ("BNY,") (Wilmington and BNY, collectively the "Trustee") under the Indentures in the above-captioned action.
5. On November 9, 2007, at the direction of 73% of the Noteholders, the Trustee exercised its right under the Indentures to arrange for the withholding of a sum of money as a fee reserve for this litigation from the interest payment due to be made the next week.

6. The Defendants in this action interfered with this direction of the Noteholders by purporting to remove the Trustee as the paying agent under the Indentures.

7. The Defendants in this action provided no notice of any purported removal of the Trustee as paying agent under the Indentures to the Trustee.

8. In the corporate trust industry, it is standard for the indenture trustee to act as the paying agent. It is extraordinary for the issuer to act as its own paying agent.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.



Patrick J. Healy

Dated: April 8, 2008